

CERTIFICATE OF TRUST AGREEMENT

The undersigned Trustees and Grantor of the herein described Trust, do hereby execute and deliver this Certificate of Trust pursuant to the provisions of Section 91-9-7 of the Mississippi Code of 1972, as amended:

(A) The name of the trust is the ROSTON R. HAMILTON LIVING TRUST;

(B) The street and mailing address of the office, and the name and street and mailing address of the Trustees is:

Roston R. Hamilton & Onita H. Hamilton
9052 Hillman Way Drive
Bartlett, TN 38133

(C) The name and street and mailing address of the Grantor is:

Roston R. Hamilton
9052 Hillman Way Drive
Bartlett, TN 38133

(D) The legal description of all interests in real properties owned by or conveyed to the Trust are set forth on Exhibit "A" and made a part hereof.

(E) The anticipated date of termination of the Trust is twenty-one (21) years after death of the last to die of the Grantor and the Grantor's descendants in being at the date of this Agreement;

(F) The general powers granted to the Trustees are set forth on Exhibit "B" attached hereto and made a part hereof.

STATE MS. - DE SOTO CO.
FILED

JAN 23 11 24 AM '02

BK 92 PG 569
W.E. DAVIS CH. CLK.

WITNESS THE SIGNATURE of the Trustees and the Grantor on this the 10th day of January, 2002.

Roston R. Hamilton Sr.
Roston R. Hamilton, Grantor

Onita H. Hamilton
Onita H. Hamilton, Trustee

Roston R. Hamilton Jr.
Roston R. Hamilton, Trustee

STATE OF TENNESSEE
COUNTY OF SHELBY

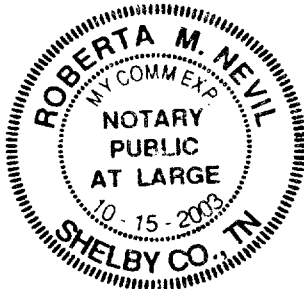
PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said jurisdiction, the within named Roston R. Hamilton, who acknowledged that he is the Grantor mentioned in the within instrument, and she further acknowledged that in such capacities he signed, sealed and delivered the same as his voluntary act and deed, on the day and year and for the purposes therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, on this the 10th day of January, 2002.

Roberta M. Nevil
Notary Public

My Commission Expires:

10-15-2003



STATE OF TENNESSEE
COUNTY OF SHELBY

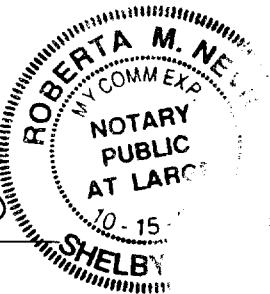
PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said jurisdiction, the within named Roston R. Hamilton, who acknowledged that he is the Trustee mentioned in the within instrument, and he further acknowledged that in such capacities he signed, sealed and delivered the same as his voluntary act and deed, on the day and year and for the purposes therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, on this the 10th day of January, 2002.

Robert M. Nevil
Notary Public

My Commission Expires

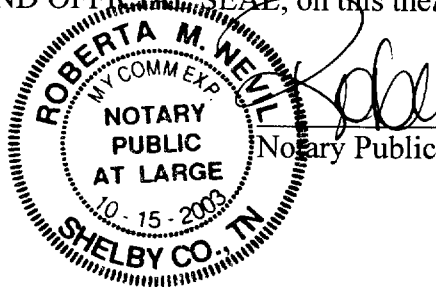
10.15.2003



STATE OF TENNESSEE
COUNTY OF SHELBY

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for said jurisdiction, the within named Onita H. Hamilton, who acknowledged that she is the Trustee mentioned in the within instrument, and she further acknowledged that in such capacities she signed, sealed and delivered the same as her voluntary act and deed, on the day and year and for the purposes therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, on this the 10th day of January, 2002.



Robert M. Nevil
Notary Public

My Commission Expires:

10.15.2003

EXHIBIT "A"

REAL PROPERTY CONVEYED TO THE
ROSTON R. HAMILTON LIVING TRUST

The following described property located in DeSoto County, Mississippi:

8 1/7 acres beginning at a point 50 feet West of the East line and 1.885 5/7 feet South of the North line of the Northwest quarter of Section 35, Township I, Range 8, DeSoto County, Mississippi, thence West 940 feet to a stake, thence South 377 1/7 feet to a stake, thence East 940 feet to the West line of Highway 51, North along West line of said Highway 377 1/7 feet to the point of beginning.

EXHIBIT "B"

TRUSTEES' POWERS

The Trustees shall have all the powers, authority, privileges and immunities as provided and enumerated in Tennessee Code Annotated § 35-50-110, including any amendments thereto, and the same is expressly referred to and incorporated herein by this reference. The Trustees shall have all the further powers, privileges and immunities reasonably required for the efficient administration of any trust created hereunder and the Trustees shall also have the power to do and perform all things and acts, and to deal with the Trust Estate or estates and each and every part thereof, as in the judgment and discretion of the Trustees, may be in the best interest of the Trust Estate or estates. The Trustees shall further have the additional power to vote stock, give proxies, pay assessments and other sums deemed by the Trustees to be necessary for the protection of the Trust Estate. The Trustees shall have the power to participate in voting trusts, pooling agreements, foreclosures, reorganizations, consolidations, mergers and liquidations. In connection therewith, the Trustees shall have the power to deposit securities with, and transfer title to, any protective or other committee, under such terms as the Trustees may deem advisable. The Trustees shall have the power to exercise or sell stock subscription or conversion rights, and to accept and retain, as an investment, any securities or other property received through the exercise of any of the foregoing powers. The Trustees shall have the power to exercise any option to purchase stock under any stock option purchase plan, in which any deceased beneficiary is a participant, and to hold such option rights to the extent that any such option rights may be exercised by the Trustees, even though the stock involved is stock of a corporation which may be serving as corporate Trustee hereunder, regardless of the amount of such stock, or the percentage of the Trust Estate which may be invested in such stock, before or after any purchase under such option. The Trustees shall have the power to invest and reinvest principal and income, to purchase or acquire therewith every kind of property, real, personal or mixed including, without limitation, shares of one or more mutual funds, in any common trust funds administered by the Trustees, corporate obligations of every kind, and stock (any reference to "stock", "corporate", "corporation" or similar terms shall include limited liability company interest, general partnership interest, limited partnership interest or other business interest), preferred or common, which men of prudence, discretion and intelligence acquire for their own account; to make purchases and sales, outright or financed, by way of short sales, puts, calls, straddles, and sales against the box, on margin or otherwise, covered or uncovered, whether of commodities, precious metals, financial instruments, contracts of future delivery, or other investment media, however speculative, and for the purpose of enabling the Trustees to exercise the powers granted under this subparagraph, to maintain and operate margin accounts, discretionary accounts, or any other type of brokerage accounts, and to pledge or mortgage the trust property as security for loans or advances made to the Trustees in conjunction with any transactions permitted under this subparagraph. The Trustees are authorized to employ attorneys, accountants, investment managers, specialists and such other agents as the Trustees shall deem necessary or desirable. The Trustees shall have the authority to appoint an investment manager or managers to manage all or part of the assets of the Trust Estate, and to delegate to said manager investment discretion. Such appointment shall include the power to acquire and dispose of such assets. The Trustees may charge the compensation of such attorneys, accountants, investment managers, specialists and other agents and any other expenses against the principal or income of the Trust Estate in the Trustees' discretion. Nothing herein in this paragraph should be construed to limit the Trustees' authority as established in the Prudent Man Rule or Prudent Investor Rule. The Trustees shall have the power to hold assets in registered, bearer, physical, certificated or book entry, and may custody assets with any bank, trust company, or broker, any of which may be foreign or domestic, as well as with any central depository commonly used to custody assets of the type custodied which may also be foreign or domestic. All the above powers, as well as any other investment provisions contained in any trust hereunder, shall apply to foreign as well as domestic securities.

Regardless of any provision of this Trust, or any law to the contrary, the Trustees may retain for any period of time without limitations, and without liability for loss or depreciation of value, any property transferred to the Trustees, including but not limited to, interest in any business, limited liability company, real property, partnership interest (whether a general, special or limited) or other business organizations, regardless of whether the Trustees would otherwise deem such property as appropriate trust investments and though its retention might violate principles of investment diversification.

The Trustees' exercise or non-exercise of powers and discretion in good faith shall be conclusive on all persons. No person paying money or delivering property to any Trustee hereunder shall be required or privileged to see to its application. The certificate of a Trustee that such Trustee is acting in compliance with this instrument shall fully protect all persons dealing with such Trustee.

The Trustees shall be reimbursed for all reasonable expenses incurred in the management and protection of the Trust Estate. The Trustees shall not be required to give any bond or security, or make or subscribe to any oath, and shall not be required to file any inventory or accounting with any court, or obtain any periodic appraisals of real estate.

If for any reason the Trustees are unwilling or unable to act as to any out-of-state property, any person or qualified entity that has trust powers as the Trustees shall from time to time designate in writing shall act as special Trustee as to that property. Any person or such entity acting as special Trustee may resign at any time by giving written notice to the Trustees. Each special Trustee shall have the powers granted to the Trustees by this Trust, to be exercised only with the approval of the Trustees, to whom the net income and the proceeds from sale of any part or all of the property shall be remitted to be administered under this Trust. The Trustees shall have the authority to terminate the appointment of any special Trustee at any time. No Special Trustee hereunder shall be required to give any bond, security or to make or subscribe any oath or to file any inventory, settlement, or accounting with any court, notwithstanding any statute or rule of law to the contrary.

Notwithstanding any other provision hereof, and except as provided in this paragraph, the Trustee may not distribute to or for the benefit of my estate, any charity or any other non-individual beneficiary any benefits payable to this trust under any qualified retirement plan, individual retirement account or other retirement arrangement subject to the "minimum distribution rules" of § 401(a)(9) of the Code, or other comparable provisions of law. It is my intent that all such retirement benefits be distributed to or held for only individual beneficiaries, within the meaning of § 401(a)(9) and applicable regulations. This paragraph shall not apply to any charitable bequest which is specifically directed to be funded with retirement benefits by other provisions of this instrument.